

RECORDATION NO. 25612 FILED

JUN 06 '05

4:17 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

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June 6, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #2 to Full Service Master Lease Agreement, dated as of March 10, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

|         |  |
|---------|--|
| Lessor: | Midwest Railcar Corporation<br>3 Professional Park Drive, Suite B<br>Maryville, Illinois 62062 |
| Lessee: | Wise Alloys LLC<br>4805 Second Street<br>Muscle Shoals, Alabama 35661                          |

Mr. Vernon A. Williams  
June 6, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document is:

15 boxcars: MWCX 500150 - MWCX 500164.

A short summary of the document to appear in the index is:

Memorandum of Schedule #2 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE  
MASTER LEASE AGREEMENT**

**between**

**MIDWEST RAILCAR CORPORATION,**

**as Lessor**

**and**

**WISE ALLOYS LLC**

**as Lessee**

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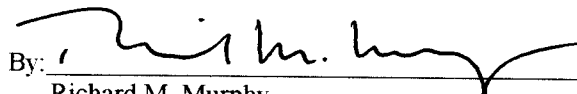
MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of March 10, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and WISE ALLOYS LLC, a Delaware Limited Liability Company ("Lessee"), with reference to the following:

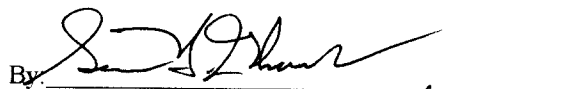
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated March 10, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of March 10, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

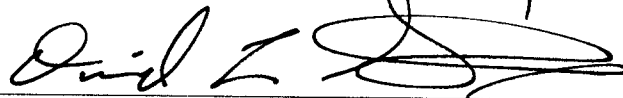
By:   
Richard M. Murphy  
President & CEO

WISE ALLOYS LLC

By:   
Name: Sam H. Gusscock  
Title: Senior VP - Controller

STATE OF MN, CITY OF Elk River, TO WIT:

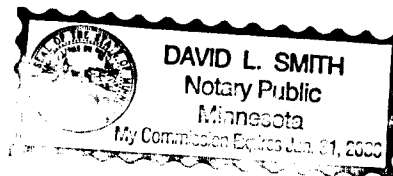
On this 31 day of Mar, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Mar 31, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

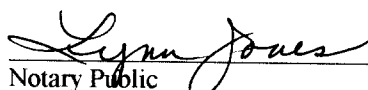
Notary Public

My commission expires: 1-31-06



STATE OF Alabama, CITY OF Pruslee Shore, TO WIT:

On this 28 day of March, 2005 before me appeared, Lam Glasscock, to me personally known, who being by me duly sworn, says that he is a Senior Vice Pres. of WISE ALLOYS LLC, a Delaware Limited Liability Company, that said instrument was signed and sealed on March 28 05, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Notary Public

My Commission Expires May 25, 2008

My commission expires:

DESCRIPTION OF RAILCARS

Fifteen (15) railcars with the reporting following marks:

**MWCX 500150 – 500164, inclusive**